

CRAVATH, SWAINE & MOORE

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SAMUEL C BUTLER
BENJAMIN F CRANE
JOHN F HUNT
GEORGE J GILLESPIE III
THOMAS D BARR
MELVIN L BEDRICK
GEORGE T LOWY
ROBERT ROSENMAN
ALAN J HRUSKA
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DAVID G ORMSBY
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RICHARD M ALLEN
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ROBERT F MULLEN
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JOSEPH R SAHID
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MARTIN L SENZEL
DOUGLAS D BROADWATER
ALAN C STEPHENSON
JOSEPH A MULLINS
MAX R SHULMAN
STUART W GOLD
JOHN W WHITE
JOHN E BEERBOWER

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RECORDATION NO. 18421-C FILED 1421 (212) 474-1114

DEC 30 1993 - 8 50 AM

\$18.00 filing fee

December 30, 1993

INTERSTATE COMMERCE COMMISSION

0100078002

Lease and Indenture Supplement No. 3 Dated as
of December 30, 1993, Amending Memorandum of
Lease Agreement Filed Under Recordation No. 18421

Dear Mr. Strickland:

*Mrs Lee
this one is
18421-C*

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Union Pacific Railroad Company for filing and recordation counterparts of the following document:

Lease and Indenture Supplement No. 3 dated as of December 30, 1993, among Harris Trust and Savings Bank, as Lessor, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee.

Lease and Indenture Supplement No. 3 amends the Memorandum of Lease Agreement dated as of September 15, 1993, previously filed and recorded with the Interstate Commerce Commission on September 30, 1993, at 9:30 a.m., Recordation No. 18421.

Lease and Indenture Supplement No. 3 has been executed for the purpose of leasing the Railcars under the Lease as and when delivered by Lessor to Lessee in accordance with the terms thereof.

Please file and record Lease and Indenture Supplement No. 3 submitted with this letter and assign it Recordation Number 18421-C.

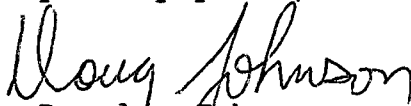
RECEIVED
OFFICE OF THE
SECRETARY
DEC 30 8 44 AM '93
LICENSING BRANCH

Original of Harris

Enclosed is a check for \$18 payable to the Interstate Commerce Commission for the recordation fee for the Lease and Indenture Supplement No. 3.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the documents be delivered to the bearer of this letter.

Very truly yours,


G. Douglas Johnson
as Agent for
Union Pacific
Railroad Company

Mr. Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Washington, DC 20423

Encls.

273A

RECORDATION NO. 184215-9 FILED 1425

DEC 30 1993 -8 50 AM

INTERSTATE COMMERCE COMMISSION

LEASE AND INDENTURE SUPPLEMENT NO. 3

Dated as of December 30, 1993

Between

HARRIS TRUST AND SAVINGS BANK
not in its individual capacity but solely
as Owner Trustee,

UNION PACIFIC RAILROAD COMPANY,

and

WILMINGTON TRUST COMPANY,
as Indenture Trustee

COVERED HOPPER RAIL CARS AND OTHER RAIL EQUIPMENT

CERTAIN RIGHTS, TITLE AND INTEREST COVERED HEREBY HAVE BEEN ASSIGNED TO WILMINGTON TRUST COMPANY, AS INDENTURE TRUSTEE, UNDER AN INDENTURE AND SECURITY AGREEMENT DATED AS OF SEPTEMBER 15, 1993. NO SECURITY INTEREST IN THIS LEASE AND INDENTURE SUPPLEMENT MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL COUNTERPART THAT CONTAINS THE RECEIPT THEREFOR EXECUTED BY WILMINGTON TRUST COMPANY ON OR IMMEDIATELY FOLLOWING THE SIGNATURE PAGE THEREOF. THIS IS NOT THE ORIGINAL COUNTERPART.

THIS LEASE AND INDENTURE SUPPLEMENT NO. 3 HAS BEEN
FILED WITH THE INTERSTATE
COMMERCE COMMISSION PURSUANT
TO 49 U.S.C. §11303 AND DEPOSITED
IN THE OFFICE OF THE REGISTRAR GENERAL
OF CANADA PURSUANT TO SECTION 90 OF
THE RAILWAY ACT OF CANADA

LEASE AND INDENTURE SUPPLEMENT NO. 3, dated as of December 30, 1993, among HARRIS TRUST AND SAVINGS BANK, an Illinois banking corporation, not in its individual capacity but solely as Owner Trustee under that certain Trust Agreement dated as of September 15, 1993, with CITICORP DEL-LEASE, INC., a Delaware corporation, UNION PACIFIC RAILROAD COMPANY, a Utah corporation, and WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee.

Lessor, Lessee and Indenture Trustee have, with the other parties thereto, heretofore entered into a Participation Agreement, Lessor and Lessee have heretofore entered into a Lease Agreement and Indenture Trustee and Owner Trustee have heretofore entered into an Indenture and Security Agreement, each dated as of September 15, 1993 (capitalized terms used herein without definitions having the meanings set forth in Schedule X to the Lease). The Participation Agreement and the Lease provide that on each Closing Date each Seller shall deliver to Owner Trustee a Bill of Sale by which such Seller bargains, conveys, assigns, sets over, sells and delivers to Owner Trustee, and Owner Trustee purchases and accepts from such Seller, the Railcars to be conveyed by such Seller on such Closing Date, and one or more Bills of Sale have been delivered by one or more Sellers and accepted by Owner Trustee on the date hereof. The Participation Agreement, the Lease and the Indenture provide for the execution of a Lease and Indenture Supplement substantially in the form hereof for the purpose of leasing the Railcars under the Lease as and when delivered by Lessor to Lessee in accordance with the terms thereof and subjecting such Railcars to the lien of the Indenture.

ACCORDINGLY, in consideration of the premises and for good and sufficient consideration, Lessor, Lessee and Indenture Trustee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as hereby supplemented, the Railcars listed on Schedule 1 hereto.

2. Lessee hereby confirms to Lessor and Indenture Trustee that Lessee has accepted such Railcars for all purposes of the Lease as meeting and being in compliance in all material respects with the specifications attached as Schedule 3 to the Participation Agreement for such Railcars, and in good working order and in conformance with all provisions of the Lease.

3. The aggregate Lessor's Cost of such Railcars is \$24,221,097.00 and the amounts comprising such Lessor's Cost and the Lessor's Cost of each such Railcar are set forth on Schedule 1 hereto. The Stipulated Loss Value percentages, Termination Value percentages and Basic Rent applicable thereto and to all other Railcars purchased prior to the date hereof and subjected to the Lease are set forth on Schedules 1A, 1B, 1C, 1D, 2A, 2B, 2C, 2D, 3A, 3B, 3C and 3D hereto, which Schedules replace Schedules 1A, 1B, 1C, 1D, 2A, 2B, 2C, 2D, 3A, 3B, 3C and 3D to the Lease.

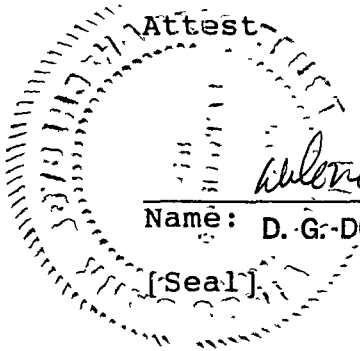
4. In order to secure the prompt payment of the Obligations, Lessor has granted, assigned, transferred, pledged and set over a security interest unto Indenture Trustee in (i) the Railcars listed on Schedule 1 hereto and (ii) the Lease and this Lease and Indenture Supplement, in each case excluding Excepted Property and Excepted Rights, to have and to hold unto Indenture Trustee and its successors and its assigns.

5. The language of Section 4(c)(ii)(C) of the Lease is deleted and replaced with the following:

"on the following dates, an amount equal to the following percentages of Lessor's Cost of the relevant Railcars: Hoppers, March 29, 2011, 41.70%; Bi-Level Autoracks, September 29, 2006, 30.04%; Tri-Level Autoracks, March 29, 2004, 31.65%; and Reefers, September 29, 2006, 30.76%;

6. This Lease and Indenture Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Lease and Indenture Supplement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written, and each of the undersigned signatories hereto declares pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the United States of America that the foregoing is a true and correct document and was executed and delivered on the date first above written.

Attest

Name: D. G. DONOVAN
[Seal]

HARRIS TRUST AND SAVINGS BANK,
not in its individual
capacity but solely as
Owner Trustee,

By: J. J. Powell
Name: J. J. POWELL
Title: VICE PRESIDENT

Attest

Name: _____
[Seal]

UNION PACIFIC RAILROAD
COMPANY,

By: _____
Name: _____
Title: _____

Attest

Name: _____
[Seal]

WILMINGTON TRUST COMPANY
as Indenture Trustee

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Lease and Indenture Supplement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written, and each of the undersigned signatories hereto declares pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the United States of America that the foregoing is a true and correct document and was executed and delivered on the date first above written.

Attest

HARRIS TRUST AND SAVINGS BANK,
not in its individual
capacity but solely as
Owner Trustee,

Name:

[Seal]

By: _____

Name:

Title:

Attest

UNION PACIFIC RAILROAD
COMPANY,

By: _____

Name: John B. Larsen

Title: Assistant Treasurer

Attest

WILMINGTON TRUST COMPANY
as Indenture Trustee

Name:

[Seal]

By: _____

Name:

Title:

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Lease and Indenture Supplement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written, and each of the undersigned signatories hereto declares pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the United States of America that the foregoing is a true and correct document and was executed and delivered on the date first above written.

Attest

HARRIS TRUST AND SAVINGS BANK,
not in its individual
capacity but solely as
Owner Trustee,

Name:

[Seal]

By: _____

Name:

Title:

Attest

UNION PACIFIC RAILROAD
COMPANY,

Name:

[Seal]

By: _____

Name:

Title:

Attest

WILMINGTON TRUST COMPANY
as Indenture Trustee

Name:


Donald G. MacKelcan
Financial Services Officer

[Seal]

By: _____

Name:

Title:


CAROLYN C. DANIELS
ASSISTANT VICE PRESIDENT

Receipt of this original counterpart of this Lease
and Indenture Supplement is hereby acknowledged this 30th
day of December, 1993.

WILMINGTON TRUST COMPANY,
as Indenture Trustee

By: _____
Name:
Title:

STATE OF
COUNTY OF

)
)

On this day of 1993, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is of HARRIS TRUST AND SAVINGS BANK, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My Commission Expires

COMMONWEALTH

STATE OF PENNSYLVANIA

) ss.:
)

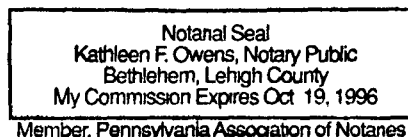
COUNTY OF LEHIGH

On this 17th day of December , 1993, before me a notary public personally appeared John B. Larsen , to me personally known, who, being by me duly sworn, says that he is a Asst. Treasurer of UNION PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledge that the execution of the foregoing instrument was the free act and deed of said Corporation.

Kathleen F. Owens
Notary Public

[Notarial Seal]

My Commission Expires



STATE OF ¹⁷Delaware)
COUNTY OF New Castle) ss.:)

On this 17 day of Dec , 1993, before me personally appeared Carolyn C Daniels, to me personally known, who, being by me duly sworn, says that he is a ^{AVP} of WILMINGTON TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledge that the execution of the foregoing instrument was the free act and deed of said Corporation.


Notary Public

[Notarial Seal]

My Commission Expires

SONJA F. ALLEN
NOTARY PUBLIC
My Comm. Exp. 12/31/94

SCHEDULE 1
to Lease and Indenture
Supplement No. 3

SCHEDULE OF RAILCARS TO BE DELIVERED

<u>Quantity of Units</u>	<u>Description and Serial Numbers</u>	<u>Lessor's Cost Per Unit</u>	<u>Aggregate Lessor's Cost</u>
71	Bi-level Autoracks UPL90802-UPL90872, both inclusive	\$34,142.00	\$ 2,424,082.00
450	Covered Hopper Rail Cars UP87732, UP87739-UP87743, both inclusive, UP87761- UP87763, both inclusive, UP87773, UP87801, UP87812, UP87815, UP87836, UP87840, UP87843-UP87844, both inclusive, UP87851, UP87853-UP87855, both inclusive, UP87857, UP87865, UP87876, UP87879, UP87882-UP87883, both inclusive, UP87885-UP87889, both inclusive, UP87896, UP87903-UP87908, both inclusive, UP87914, UP87920, UP87924-UP87931, both inclusive, UP87941, UP87945-UP87953, both inclusive, UP87958, UP87960-UP88349, both inclusive	\$47,797.20	\$21,058,740.00
25	Rebuilt Refrigerated Box Cars UPFE463045 - UPFE463050, both inclusive, UPFE463166 - UPFE463173, both inclusive, UPFE463201 - UPFE463211, both inclusive	\$29,531.00	\$738,275.00

SCHEDULE 1A
to LEASE

Hopper

Payment Date	No.	Stipulated Loss Value (Percentage of Lessor's Cost)
Mar 29 1994	1	103.93581600
Sep 29 1994	2	105.39091661
Mar 29 1995	3	104.34153418
Sep 29 1995	4	105.29955613
Mar 29 1996	5	103.72982313
Sep 29 1996	6	104.36922261
Mar 29 1997	7	102.39383180
Sep 29 1997	8	102.81672523
Mar 29 1998	9	100.51284404
Sep 29 1998	10	100.77628944
Mar 29 1999	11	98.14667990
Sep 29 1999	12	98.25280313
Mar 29 2000	13	95.28825767
Sep 29 2000	14	95.28834077
Mar 29 2001	15	92.11280746
Sep 29 2001	16	92.11280746
Mar 29 2002	17	88.73947829
Sep 29 2002	18	88.23349413
Mar 29 2003	19	85.20254125
Sep 29 2003	20	84.61108940
Mar 29 2004	21	81.11867942
Sep 29 2004	22	80.23878133
Mar 29 2005	23	75.74134431
Sep 29 2005	24	75.67964486
Mar 29 2006	25	70.16786540
Sep 29 2006	26	70.16786540
Mar 29 2007	27	64.39628001
Sep 29 2007	28	64.41879689
Mar 29 2008	29	58.44518395
Sep 29 2008	30	58.64380302
Mar 29 2009	31	52.47769586
Sep 29 2009	32	52.88432463
Mar 29 2010	33	46.52774445
Sep 29 2010	34	47.16684844
Mar 29 2011	35	40.62675252
Sep 29 2011	36	33.53301484
Mar 29 2012	37	34.70244090
Sep 29 2012	38	35.48772542
Mar 29 2013	39	29.10958216
Sep 29 2013	40	26.25000000

SCHEDULE 2A
to LEASE

Hopper

Payment Date	No.	Termination Value (Percentage of Lessor's Cost)
Mar 29 1994	1	103.93581600
Sep 29 1994	2	105.39091661
Mar 29 1995	3	104.34153418
Sep 29 1995	4	105.29955613
Mar 29 1996	5	103.72982313
Sep 29 1996	6	104.36922261
Mar 29 1997	7	102.39383180
Sep 29 1997	8	102.81672523
Mar 29 1998	9	100.51284404
Sep 29 1998	10	100.77628944
Mar 29 1999	11	98.14667990
Sep 29 1999	12	98.25280313
Mar 29 2000	13	95.28825767
Sep 29 2000	14	95.28834077
Mar 29 2001	15	92.11280746
Sep 29 2001	16	92.11280746
Mar 29 2002	17	88.73947829
Sep 29 2002	18	88.23349413
Mar 29 2003	19	85.20254125
Sep 29 2003	20	84.61108940
Mar 29 2004	21	81.11867942
Sep 29 2004	22	80.23878133
Mar 29 2005	23	75.74134431
Sep 29 2005	24	75.67964486
Mar 29 2006	25	70.16786540
Sep 29 2006	26	70.16786540
Mar 29 2007	27	64.39628001
Sep 29 2007	28	64.41879689
Mar 29 2008	29	58.44518395
Sep 29 2008	30	58.64380302
Mar 29 2009	31	52.47769586
Sep 29 2009	32	52.88432463
Mar 29 2010	33	46.52774445
Sep 29 2010	34	47.16684844
Mar 29 2011	35	40.62675252
Sep 29 2011	36	33.53301484
Mar 29 2012	37	34.70244090
Sep 29 2012	38	35.48772542
Mar 29 2013	39	29.10958216
Sep 29 2013	40	26.25000000

SCHEDULE 3A
to LEASE

BASIC RENT

Hopper

Payment Date	No.	Advance Basic Rent (Percentage of Lessor's Cost)	Arrears Basic Rent (Percentage of Lessor's Cost)
Mar 29 1994	1		0.00000000
Sep 29 1994	2		2.31492749
Mar 29 1995	3		4.50696180
Sep 29 1995	4		2.24510053
Mar 29 1996	5		4.57678876
Sep 29 1996	6		2.17081864
Mar 29 1997	7		4.65107064
Sep 29 1997	8		2.09179757
Mar 29 1998	9		4.73009171
Sep 29 1998	10		2.00773498
Mar 29 1999	11		4.81415430
Sep 29 1999	12		1.91830915
Mar 29 2000	13		4.90358013
Sep 29 2000	14		1.82317798
Mar 29 2001	15		4.99871130
Sep 29 2001	16		1.72197746
Mar 29 2002	17		5.09991182
Sep 29 2002	18		2.14641128
Mar 29 2003	19		4.67547800
Sep 29 2003	20		2.15020002
Mar 29 2004	21		5.05068311
Sep 29 2004	22		2.36016287
Mar 29 2005	23		5.97770180
Sep 29 2005	24		1.43842063
Mar 29 2006	25		6.89944405
Sep 29 2006	26		1.27508570
Mar 29 2007	27		7.06277897
Sep 29 2007	28		1.12655927
Mar 29 2008	29		7.21130541
Sep 29 2008	30		0.93257682
Mar 29 2009	31		7.40528786
Sep 29 2009	32		0.72621826
Mar 29 2010	33		7.61164641
Sep 29 2010	34		0.51048497
Mar 29 2011	35		7.82737971
Sep 29 2011	36		8.31752434
Mar 29 2012	37		0.02034034
Sep 29 2012	38		0.53532901
Mar 29 2013	39		7.80253567
Sep 29 2013	40		4.16893234

			147.80760109

SCHEDULE 1B
to LEASE

Bi-Level Autorack

Payment Date	No.	Stipulated Loss Value (Percentage of Lessor's Cost)
Mar 29 1994	1	104.43513012
Sep 29 1994	2	106.05355412
Mar 29 1995	3	103.41074923
Sep 29 1995	4	104.39370537
Mar 29 1996	5	101.04851623
Sep 29 1996	6	101.66657177
Mar 29 1997	7	97.78545018
Sep 29 1997	8	98.18835837
Mar 29 1998	9	93.88285841
Sep 29 1998	10	94.15371728
Mar 29 1999	11	89.41990933
Sep 29 1999	12	89.55628127
Mar 29 2000	13	84.37313361
Sep 29 2000	14	84.42942328
Mar 29 2001	15	78.92691262
Sep 29 2001	16	78.39279073
Mar 29 2002	17	72.43705438
Sep 29 2002	18	71.28241909
Mar 29 2003	19	64.75080800
Sep 29 2003	20	64.96417914
Mar 29 2004	21	56.90843150
Sep 29 2004	22	57.39829847
Mar 29 2005	23	49.15602521
Sep 29 2005	24	50.04072110
Mar 29 2006	25	41.65498243
Sep 29 2006	26	35.57265906
Mar 29 2007	27	34.43753337
Sep 29 2007	28	36.24769979
Mar 29 2008	29	27.64126082
Sep 29 2008	30	29.00115084
Mar 29 2009	31	20.00000000

SCHEDULE 2B
to LEASE

Bi-Level Autorack

Payment Date	No.	Termination Value (Percentage of Lessor's Cost)
Mar 29 1994	1	104.08893147
Sep 29 1994	2	105.25362931
Mar 29 1995	3	102.27184705
Sep 29 1995	4	102.97473961
Mar 29 1996	5	99.41178976
Sep 29 1996	6	99.84379518
Mar 29 1997	7	95.81074357
Sep 29 1997	8	96.07543618
Mar 29 1998	9	91.64466301
Sep 29 1998	10	91.80313860
Mar 29 1999	11	86.97627442
Sep 29 1999	12	87.03803114
Mar 29 2000	13	81.80553175
Sep 29 2000	14	81.81193059
Mar 29 2001	15	76.24865216
Sep 29 2001	16	75.61646062
Mar 29 2002	17	69.52169256
Sep 29 2002	18	68.22663080
Mar 29 2003	19	61.52087973
Sep 29 2003	20	61.55690421
Mar 29 2004	21	53.25096699
Sep 29 2004	22	53.43891071
Mar 29 2005	23	44.81217705
Sep 29 2005	24	45.23792794
Mar 29 2006	25	36.30521205
Sep 29 2006	26	29.58196476
Mar 29 2007	27	27.68942187
Sep 29 2007	28	28.69823844
Mar 29 2008	29	19.19729997
Sep 29 2008	30	19.83088286
Mar 29 2009	31	10.00000000

SCHEDULE 3B
to LEASE

BASIC RENT

Bi-Level Autorack

Payment Date	No.	Advance Basic Rent (Percentage of Lessor's Cost)	Arrears Basic Rent (Percentage of Lessor's Cost)
Mar 29 1994	1		0.00000000
Sep 29 1994	2		2.43095119
Mar 29 1995	3		6.28215337
Sep 29 1995	4		2.30825883
Mar 29 1996	5		6.40484574
Sep 29 1996	6		2.17773873
Mar 29 1997	7		6.53536583
Sep 29 1997	8		2.03889122
Mar 29 1998	9		6.67421335
Sep 29 1998	10		1.89118549
Mar 29 1999	11		6.82191907
Sep 29 1999	12		1.73405590
Mar 29 2000	13		6.97904866
Sep 29 2000	14		1.56690163
Mar 29 2001	15		7.14620293
Sep 29 2001	16		2.08964170
Mar 29 2002	17		7.59158559
Sep 29 2002	18		2.61145200
Mar 29 2003	19		8.03789802
Sep 29 2003	20		1.10673387
Mar 29 2004	21		9.54261615
Sep 29 2004	22		0.85708524
Mar 29 2005	23		9.79226478
Sep 29 2005	24		0.57224968
Mar 29 2006	25		10.07710034
Sep 29 2006	26		7.74207381
Mar 29 2007	27		2.90727621
Sep 29 2007	28		0.00000000
Mar 29 2008	29		10.64935002
Sep 29 2008	30		0.00000000
Mar 29 2009	31		10.64935002
		
			145.21840937

SCHEDULE 1C
to LEASE

Tri-Level Autorack

Payment Date	No.	Stipulated Loss Value (Percentage of Lessor's Cost)
Mar 29 1994	1	105.48966764
Sep 29 1994	2	107.00376426
Mar 29 1995	3	102.90024703
Sep 29 1995	4	103.73725255
Mar 29 1996	5	98.83744255
Sep 29 1996	6	99.32102839
Mar 29 1997	7	93.80556567
Sep 29 1997	8	94.09932604
Mar 29 1998	9	88.09908447
Sep 29 1998	10	88.30213496
Mar 29 1999	11	81.81699755
Sep 29 1999	12	81.93585423
Mar 29 2000	13	74.94788602
Sep 29 2000	14	74.90879272
Mar 29 2001	15	65.47937174
Sep 29 2001	16	65.13077718
Mar 29 2002	17	55.82672987
Sep 29 2002	18	56.46689801
Mar 29 2003	19	46.45017208
Sep 29 2003	20	47.62117837
Mar 29 2004	21	37.48937098
Sep 29 2004	22	36.77440801
Mar 29 2005	23	29.08502077
Sep 29 2005	24	29.42338355
Mar 29 2006	25	20.00000000

SCHEDULE 2C
to LEASE

Tri-Level Autorack

Payment Date	No.	Termination Value (Percentage of Lessor's Cost)
Mar 29 1994	1	104.92429977
Sep 29 1994	2	105.91918996
Mar 29 1995	3	101.42202779
Sep 29 1995	4	101.92669338
Mar 29 1996	5	96.75806432
Sep 29 1996	6	97.00416388
Mar 29 1997	7	91.28495531
Sep 29 1997	8	91.38658336
Mar 29 1998	9	85.20379808
Sep 29 1998	10	85.23011222
Mar 29 1999	11	78.58987820
Sep 29 1999	12	78.58987820
Mar 29 2000	13	71.52640015
Sep 29 2000	14	71.36494358
Mar 29 2001	15	61.74004947
Sep 29 2001	16	61.18465993
Mar 29 2002	17	51.59070247
Sep 29 2002	18	51.85794689
Mar 29 2003	19	41.36598414
Sep 29 2003	20	41.95820929
Mar 29 2004	21	31.12059243
Sep 29 2004	22	29.56601126
Mar 29 2005	23	20.87285758
Sep 29 2005	24	20.37156578
Mar 29 2006	25	10.00000000

SCHEDULE 3C
to LEASE

BASIC RENT

Tri-Level Autorack

Payment Date	No.	Advance Basic Rent (Percentage of Lessor's Cost)	Arrears Basic Rent (Percentage of Lessor's Cost)
Mar 29 1994	1		0.00000000
Sep 29 1994	2		2.54448723
Mar 29 1995	3		7.71820535
Sep 29 1995	4		2.37927237
Mar 29 1996	5		7.88342021
Sep 29 1996	6		2.19716037
Mar 29 1997	7		8.06553222
Sep 29 1997	8		2.01016037
Mar 29 1998	9		8.25253222
Sep 29 1998	10		1.81122928
Mar 29 1999	11		8.45146330
Sep 29 1999	12		1.59960726
Mar 29 2000	13		8.66308532
Sep 29 2000	14		1.53593930
Mar 29 2001	15		11.00735164
Sep 29 2001	16		1.70044499
Mar 29 2002	17		10.84284594
Sep 29 2002	18		0.80859616
Mar 29 2003	19		11.73469478
Sep 29 2003	20		0.45984456
Mar 29 2004	21		12.08344638
Sep 29 2004	22		2.62303841
Mar 29 2005	23		9.92025252
Sep 29 2005	24		1.27387423
Mar 29 2006	25		11.26941670

			136.83590113

SCHEDULE 1D
to LEASE

Reefer

Payment Date	No.	Stipulated Loss Value (Percentage of Lessor's Cost)
Mar 29 1994	1	105.11047542
Sep 29 1994	2	106.60335456
Mar 29 1995	3	103.94564214
Sep 29 1995	4	104.86621962
Mar 29 1996	5	101.55582428
Sep 29 1996	6	102.14596682
Mar 29 1997	7	98.32706153
Sep 29 1997	8	98.71721733
Mar 29 1998	9	94.48573834
Sep 29 1998	10	94.74974553
Mar 29 1999	11	90.10301858
Sep 29 1999	12	90.24093718
Mar 29 2000	13	85.15929704
Sep 29 2000	14	85.21663907
Mar 29 2001	15	79.80526732
Sep 29 2001	16	79.22476558
Mar 29 2002	17	73.32683646
Sep 29 2002	18	72.12570360
Mar 29 2003	19	65.62570138
Sep 29 2003	20	65.81457877
Mar 29 2004	21	57.73378897
Sep 29 2004	22	58.18959899
Mar 29 2005	23	49.88237153
Sep 29 2005	24	50.68429489
Mar 29 2006	25	42.19298055
Sep 29 2006	26	35.66259824
Mar 29 2007	27	34.72071558
Sep 29 2007	28	36.50636956
Mar 29 2008	29	27.78281526
Sep 29 2008	30	29.11693155
Mar 29 2009	31	20.00000000

SCHEDULE 2D
to LEASE

Reefer

Payment Date	No.	Termination Value (Percentage of Lessor's Cost)
Mar 29 1994	1	104.74411426
Sep 29 1994	2	105.86330862
Mar 29 1995	3	102.90668128
Sep 29 1995	4	103.56587307
Mar 29 1996	5	100.03443679
Sep 29 1996	6	100.42443768
Mar 29 1997	7	96.42920979
Sep 29 1997	8	96.65308204
Mar 29 1998	9	92.26594834
Sep 29 1998	10	92.38178245
Mar 29 1999	11	87.59797017
Sep 29 1999	12	87.61132658
Mar 29 2000	13	82.46144548
Sep 29 2000	14	82.46144548
Mar 29 2001	15	76.98332444
Sep 29 2001	16	76.27692161
Mar 29 2002	17	70.22150574
Sep 29 2002	18	68.86778803
Mar 29 2003	19	62.19634470
Sep 29 2003	20	62.21776793
Mar 29 2004	21	53.92128686
Sep 29 2004	22	54.12226815
Mar 29 2005	23	45.50856886
Sep 29 2005	24	45.95098115
Mar 29 2006	25	37.03498796
Sep 29 2006	26	30.00146376
Mar 29 2007	27	28.45533110
Sep 29 2007	28	29.57257866
Mar 29 2008	29	20.10127160
Sep 29 2008	30	20.82180075
Mar 29 2009	31	11.00000000

SCHEDULE 3D
to LEASE

BASIC RENT

Reefer

Payment Date	No.	Advance Basic Rent (Percentage of Lessor's Cost)	Arrears Basic Rent (Percentage of Lessor's Cost)
Mar 29 1994	1		0.00000000
Sep 29 1994	2		2.50003598
Mar 29 1995	3		6.28142453
Sep 29 1995	4		2.37957043
Mar 29 1996	5		6.40189007
Sep 29 1996	6		2.25141911
Mar 29 1997	7		6.53004139
Sep 29 1997	8		2.11509188
Mar 29 1998	9		6.66636863
Sep 29 1998	10		1.97006683
Mar 29 1999	11		6.81139367
Sep 29 1999	12		1.81578970
Mar 29 2000	13		6.96567080
Sep 29 2000	14		1.65166973
Mar 29 2001	15		7.12979077
Sep 29 2001	16		2.19417875
Mar 29 2002	17		7.56299959
Sep 29 2002	18		2.70634665
Mar 29 2003	19		8.02654952
Sep 29 2003	20		1.16248567
Mar 29 2004	21		9.57041050
Sep 29 2004	22		0.89791530
Mar 29 2005	23		9.83498087
Sep 29 2005	24		0.61301922
Mar 29 2006	25		10.11987695
Sep 29 2006	26		8.11515601
Mar 29 2007	27		2.61774017
Sep 29 2007	28		0.00000000
Mar 29 2008	29		10.73289617
Sep 29 2008	30		0.00000000
Mar 29 2009	31		10.73289617

			146.35767508